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FLORIDA NON-PROFIT CORPORATION

Airport Commerce Center Authority, Inc.

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
AIRPORT COMMERCE CENTER AUTHORITY, INC.**

(A Florida Not-For-Profit Corporation)

The undersigned, who is a natural person of lawful age and otherwise legally competent to enter into a contract and to associate with each other for the purpose of forming a not-for-profit corporation organized under Chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation and certify as follows:

**ARTICLE I
NAME**

The name of this corporation is **AIRPORT COMMERCE CENTER AUTHORITY, INC.** (hereinafter referred to as the "Association").

**ARTICLE II
DEFINITIONS**

All definitions in the Declaration of Covenants, Conditions and Restrictions of Airport Commerce Center, as may be amended from time to time (hereinafter referred to as the "Declaration") to be recorded in the Public Records of Charlotte County, Florida ("Public Records"), are incorporated by reference herein for all intents and purposes.

**ARTICLE III
PURPOSE**

Section 1. The primary purpose of Association is to preserve and enhance the property values, to maintain the Common Property, to provide for the use and enjoyment of the properties within Airport Commerce Center, located in a portion of Section 14, Township 41 South, Range 43 East, Charlotte County, Florida, and to provide an entity to administer and manage the affairs of the Association.

Section 2. Association shall be and constitute the corporation to which reference is made in the Declaration to perform the obligations, duties and responsibilities of the corporation, and to exercise the rights, powers and privileges of the corporation, as specified in the Declaration, these Articles of Incorporation, in the Bylaws, and as provided by law.

Section 3. Association does not expect or intend to produce or acquire financial gain or profit and it shall make no distributions of income to its Members nor pay any compensation to its Officers and Directors, except as may be provided in Association's Bylaws.

Section 4. Association is formed to perform, discharge and exercise the purposes, powers, rights, responsibilities and privileges prescribed herein as well as in the Declaration and in the Bylaws. The Association is not intended to be, nor shall it be deemed to be, a condominium association within the meaning of Chapter 718, Florida Statutes.

ARTICLE IV
POWERS

Section 1. Association shall have all of the common law and statutory powers of a not-for-profit corporation that are not in conflict with the terms of these Articles, the Declaration, or the Bylaws of this Association.

Section 2. In addition to said common law and statutory powers, Association shall have all of the powers reasonably necessary or desirable to perform and discharge the obligations, duties and responsibilities, and to exercise the rights, powers and privileges set forth in, and not in conflict with, these Articles, the Bylaws, and the Declaration, including without limitation the following:

A. To own, maintain and operate real and personal property including, without limitation, to operate and maintain property to be used in common by all of the Members of Association and designated as Common Property in the Declaration filed in the Public Records.

B. To enforce any and all covenants, restrictions and agreements applicable to the Easement Areas and to the Parcels in Airport Commerce Center in accordance with the Declaration, as amended from time to time, and filed of record in the Public Records.

C. To acquire, construct, maintain and operate the Common Property including, without limitation, any streets, roads, landscaping, signs and surface water management system thereon as provided in the Declaration.

D. To make and perform any contracts, do any acts and things, and exercise any powers suitable, convenient, proper or incidental for the accomplishment of any purposes and objectives enumerated herein.

E. To levy, collect and enforce assessments against members as provided in the Declaration.

F. To purchase insurance on the property maintained, administered and operated by Association as well as insurance for the protection of Association and its Officers and Directors as provided in the Declaration.

G. To finance the improvements and infrastructure on the Common Property as well as the repair, replacement, renovation and improvement of same from time to time and the reconstruction of improvements after casualty.

H. To make, enforce and amend reasonable rules and regulations concerning the use of the Common Property.

I. To employ the contractors or personnel necessary to perform the services required for the proper operation of the Easement Areas as required by the Declaration.

J. To sue or be sued.

ARTICLE V
TERM

The corporation shall have a perpetual existence.

ARTICLE VI
INCORPORATORS

The name and address of the incorporator of these Articles of Incorporation are as follows:

James E. Moore III
1107 West Marion Avenue, Suite 112
Punta Gorda, Florida 33950

ARTICLE VII
MEMBERSHIP

Each Owner of a Lot in the Property shall be a Member of the Association as provided in the Declaration and the Bylaws. The authorized number, qualifications, and manner of admission of Members of the Association, voting and other rights and privileges of Members, the liability of Members for assessments and the method of collection thereof and the termination and transfer of membership are more fully set forth in the Bylaws of Association and in the Declaration.

ARTICLE VIII
MANAGEMENT OF CORPORATE AFFAIRS

Section 1. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of not less than three (3) directors. The number of directors provided for in these Articles of Incorporation may be changed as set forth in the Bylaws.

Section 2. Election of Directors. The method of electing directors shall be as set forth in the Bylaws.

Section 3. Initial Board of Directors. The names and addresses of the initial board of directors of the Association are:

Rick Treworgy	5570 Riverside Drive Punta Gorda, FL 33982
Bruce Laishley	621 Brindisi Court Punta Gorda, FL 33950
Chris McMillan	839 Napoli Lane Punta Gorda, FL 33950

ARTICLE IX
REGISTERED PRINCIPAL OFFICE AND REGISTERED AGENT

Section 1. The address of this corporation's initial registered and principal office in the State of Florida is 1107 West Marion Avenue, Suite 112, Punta Gorda, Florida 33950.

Section 2. The name of this corporation's initial registered agent at the above address is James E. Moore III.

ARTICLE X INDEMNIFICATION

Section 1. Indemnification. Association, except as provided in Section 2, shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding, including without limitation any action by or in the right of Association, by reason of the fact that he was or is a director or officer of the corporation or is or was a director or officer of the corporation who is or was serving at the request of Association as a director, officer, agent, employee, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise; against liability actually and reasonably incurred by him, unless, in connection with such action, suit or proceeding, a judgment or other final adjudication establishes that his conduct was material to the cause of action and was: (a) a violation of the criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct unlawful; (b) a transaction from which the director or officer derived an improper personal benefit; (c) in the case of a director, a circumstance under which the liability provisions of Section 607.0834 of the Florida Business Corporation Act are applicable; or (d) willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by Association expenses incurred in defending any proceeding in advance of the final disposition of such proceeding. Such right will be conditioned upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by Association as authorized in this Section 1. Such right shall survive any amendment or repeal of this Section 1 with respect to expenses incurred in connection with claims, regardless of when such claims are brought, arising out of acts or omissions occurring prior to such amendment or repeal. Association may, by action of its Board of Directors, provide indemnification to employees and agents of Association with the same scope and effect as the foregoing indemnification of directors and officers.

Section 2. Action to Enforce Claims. If a claim under Section 1 of this Article is not paid in full by Association within thirty (30) days after a written claim has been received by Association, the claimant may at any time thereafter bring suit against Association to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to Association) that the claimant has not met the standards of conduct which make it permissible under the Florida Business Corporation Act for Association to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on Association. Neither the failure of Association (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the Florida Business Corporation Act, nor an actual determination by Association (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 3. Indemnification Provided in this Article Not Exclusive. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification and advancement of expenses may be entitled under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to

action in another capacity while holding such office, and shall continue as to any person who has ceased to be a director or officer (or employee or agent, if applicable) of the corporation and shall inure to the benefit of the heirs, legal representatives, executors, administrators and assigns of such person.

Section 4. Insurance. Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, profit sharing plan or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

Section 5. Savings Clause. In the event that any provision of this Article shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article and any other provisions of this Article shall be construed as if such invalid provision had not been contained in this Article. In any event, Association shall indemnify any person who is or was a director or officer of the corporation, or who is or was serving at the request of Association as a director or officer of another corporation, partnership, joint venture, trust, profit sharing plan or other enterprise, to the fullest extent permitted under Florida law, as from time to time in effect.

ARTICLE XI AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of Members for their vote. Amendments may be adopted by a vote of at least three-fourths (3/4) of the votes cast by Voting Owners (as defined in the Bylaws) at a regular or special meeting of the Members of the corporation.

ARTICLE XII DISSOLUTION

Association shall be dissolved and its affairs wound up by a one hundred percent (100%) vote of the Members entitled to vote at a meeting called for such purpose. In the event of dissolution, property of Association shall be distributed after payment of, or adequate provision for, the debts and obligations of the corporation, to its Members as permitted by the court having jurisdiction thereof; provided, however, no such payment, benefit, or distribution shall be deemed to be a dividend or distribution of income. If the Association is dissolved, streets, roads, and surface water management systems easements on the Property, if any, shall be assigned or conveyed to an appropriate agency of local government and that if not accepted, the streets, roads, and surface water management system easements, if any, shall be dedicated to a similar non-profit corporation.

IN WITNESS WHEREOF, the subscriber, being the undersigned person, named as Incorporator, has for the purposes of forming this not-for-profit corporation under the laws of the State of Florida, executed these Articles of Incorporation on this 16th day of December, 2005.


James E. Moore III

STATE OF FLORIDA)
COUNTY OF CHARLOTTE)

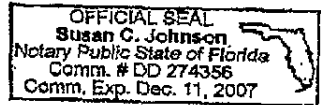
The foregoing instrument was acknowledged before me this 16th day of December, 2005, by **James E. Moore III**, as Incorporator of Airport Commerce Center Authority, Inc., on behalf of said corporation. He is personally known to me or has provided as identification.



NOTARY PUBLIC - STATE OF FLORIDA

Name: **Susan C. Johnson**

My Commission Expires:



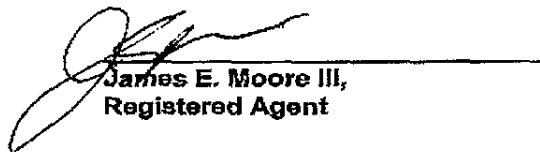
**CERTIFICATE NAMING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **AIRPORT COMMERCE CENTER AUTHORITY, INC.**, desiring to organize or qualify under the laws of the State of Florida as a not-for-profit corporation, with its principal place of business as indicated in the Articles of Incorporation, in the County of Charlotte, State of Florida, accordingly designates **James E. Moore III**, 1107 West Marion Avenue, Suite 112, Punta Gorda, Florida 33950, as its agent at said address to accept service of process within Florida.

ACKNOWLEDGMENT:

The undersigned, having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, does hereby agree to act in this capacity, and further agrees to comply with the provisions of said Act relative to the proper and complete performance of the duties required under the Act.


James E. Moore III,
Registered Agent

FILED
TALLAHASSEE FLORIDA

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